
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 27, 2016**

CVR PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-35120
(Commission File Number)

56-2677689
(I.R.S. Employer
Identification Number)

2277 Plaza Drive, Suite 500
Sugar Land, Texas 77479
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(281) 207-3200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On October 27, 2016, CVR Partners, LP (the "Partnership") issued a press release announcing information regarding its results of operations and financial condition for the quarter and nine months ended September 30, 2016, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 and Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being "furnished" and is not deemed "filed" by the Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor is it deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 7.01. Regulation FD Disclosure.

The information set forth under Item 2.02 is incorporated by reference as if fully set forth herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is being "furnished" as part of this Current Report on Form 8-K:

99.1 Press release.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 27, 2016

CVR Partners, LP

By: CVR GP, LLC, its general partner

By: /s/ Susan M. Ball

Susan M. Ball,

Chief Financial Officer and Treasurer



CVR Partners Reports 2016 Third Quarter Results

SUGAR LAND, Texas (Oct. 27, 2016) - CVR Partners, LP (NYSE: UAN), a manufacturer of ammonia and urea ammonium nitrate (UAN) solution fertilizer products, today announced a third quarter 2016 net loss of \$13.4 million, or 12 cents per fully diluted common unit, on net sales of \$78.5 million, compared to a net loss of \$13.5 million, or 18 cents per fully diluted common unit, on net sales of \$49.3 million for the third quarter a year earlier. Adjusted EBITDA, a non-GAAP financial measure, was \$17.4 million for the third quarter of 2016, compared to adjusted EBITDA of \$3.8 million for the third quarter of 2015.

For the first nine months of 2016, CVR Partners had a net loss of \$12.4 million, or 12 cents per fully diluted common unit, on net sales of \$271.4 million, compared to net income of \$43.3 million, or 59 cents per fully diluted common unit, on net sales of \$223.2 million for the comparable period a year earlier. Adjusted EBITDA for the first nine months of 2016 was \$74.4 million, compared to adjusted EBITDA of \$78.3 million for the first nine months of 2015.

CVR Partners' results for the three and nine months ended Sept. 30, 2016, include the results of the East Dubuque fertilizer facility beginning April 1, 2016.

"Although we faced a challenging nitrogen fertilizer pricing environment in the 2016 third quarter, we were pleased to record another period of high on-stream rates at both plants," said Mark Pytosh, chief executive officer. "Of significant note is our success with the ammonia expansion at the East Dubuque fertilizer facility. Since installing a new ammonia synthesis converter during the facility's planned second quarter turnaround, ammonia production levels have averaged over 1,075 tons per day - an increase of more than 15 percent over rates leading into the turnaround.

"With the corn harvest in the U.S. well under way, we have recently seen increasing interest from customers to purchase nitrogen fertilizer in preparation for next year's corn planting season," Pytosh said. "While we expect solid farmer demand for the spring, we anticipate a continued impact to nitrogen fertilizer pricing into the first half of 2017 as additional production comes online in the U.S. Consistent with our 2016 third quarter, our focus remains on operating our plants at high on-stream rates, effectively managing our marketing and logistics and prudently controlling costs."

Consolidated Operations

For the third quarter of 2016, consolidated average realized gate prices for UAN and ammonia were \$154 per ton and \$345 per ton, respectively. Average realized gate prices for UAN and ammonia for the Coffeyville facility were \$227 per ton and \$478 per ton, respectively, for the same period in 2015.

CVR Partners' fertilizer facilities produced a combined 200,800 tons of ammonia during the third quarter of 2016, of which 60,300 net tons were available for sale while the rest was upgraded to other fertilizer products, including 317,200 tons of UAN. In the 2015 third quarter, the Coffeyville facility produced 66,300 tons of ammonia and purchased an additional 7,500 tons of ammonia, of which 12,100 net tons were available for sale while the remainder was upgraded to 152,400 tons of UAN.

Distributions

CVR Partners will not pay a cash distribution for the 2016 third quarter. CVR Partners is a variable distribution master limited partnership. As a result, its quarterly distributions, if any, will vary from quarter to quarter due to several factors, including, but not limited to, its operating performance, fluctuations in the prices received for its finished products, maintenance capital expenditures, and cash reserves deemed necessary or appropriate by the board of directors of its general partner.

2016 Third Quarter Earnings Conference Call

CVR Partners previously announced that it will host its 2016 third quarter Earnings Conference Call for analysts and investors on Thursday, Oct. 27, at 11 a.m. Eastern. The Earnings Conference Call may also include discussion of the Partnership's developments, forward-looking information and other material information about business and financial matters.

The Earnings Conference Call will be broadcast live over the Internet at <https://www.webcaster4.com/Webcast/Page/1004/17703>. For investors or analysts who want to participate during the call, the dial-in number is (877) 407-8029.

For those unable to listen live, the Webcast will be archived and available for 14 days at <https://www.webcaster4.com/Webcast/Page/1004/17703>. A repeat of the conference call can be accessed by dialing (877) 660-6853, conference ID 13647393.

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Forward-Looking Statements

This news release contains forward-looking statements. You can generally identify forward-looking statements by our use of forward-looking terminology such as "outlook," "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "seek," "should," or "will," or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. For a discussion of risk factors which may affect our results, please see the risk factors and other disclosures included in our most recent Annual Report on Form 10-K, any subsequently filed Quarterly Reports on Form 10-Q and our other SEC filings. These risks may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this press release are made only as of the date hereof. CVR Partners disclaims any intention or obligation to update publicly or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

About CVR Partners, LP

Headquartered in Sugar Land, Texas, CVR Partners, LP is a Delaware limited partnership focused on the production, marketing and distribution of nitrogen fertilizer products. It primarily produces urea ammonium nitrate (UAN) and ammonia, which are predominantly used by farmers to improve the yield and quality of their crops. CVR Partners' Coffeyville, Kansas, nitrogen fertilizer manufacturing facility includes a 1,300 ton-per-day ammonia unit, a 3,000 ton-per-day UAN unit and a dual-train gasifier complex having a capacity of 89 million standard cubic feet per day of hydrogen. CVR Partners' East Dubuque, Illinois, nitrogen fertilizer manufacturing facility includes a 1,075 ton-per-day ammonia unit and a 1,100 ton-per-day UAN unit.

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CVR Partners, LP

Financial and Operational Data (all information in this release is unaudited except the balance sheet data as of December 31, 2015). On April 1, 2016, CVR Partners, LP (the "Partnership") completed the previously announced transactions (the "East Dubuque Merger"), whereby the Partnership acquired CVR Nitrogen Partners, LP (formerly known as East Dubuque Nitrogen Partners, L.P. and also formerly known as Rentech Nitrogen Partners, L.P.), and CVR Nitrogen GP, LLC (formerly known as East Dubuque Nitrogen GP, LLC and also formerly known as Rentech Nitrogen GP, LLC). Pursuant to the East Dubuque Merger, the Partnership acquired a nitrogen fertilizer manufacturing facility located in East Dubuque, Illinois (the "East Dubuque Facility"). The consolidated financial statements and key operating metrics include the results of the East Dubuque Facility beginning on April 1, 2016, the date of the closing of the acquisition.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(in millions, except unit data)				
Consolidated Statements of Operations Data:				
Net sales (1)	\$ 78.5	\$ 49.3	\$ 271.4	\$ 223.2
Cost of product sold - Affiliates (2)	0.6	1.1	1.9	5.1
Cost of product sold - Third parties (2)	19.3	13.4	70.3	50.6
Direct operating expenses - Affiliates (2)	1.1	1.0	3.2	3.2
Direct operating expenses - Third parties (2)	31.4	32.2	107.2	79.5
Selling, general and administrative expenses - Affiliates (2) (3)	3.6	3.6	10.9	10.3
Selling, general and administrative expenses - Third parties (2) (3)	3.7	2.4	11.1	4.9
Depreciation and amortization	16.4	7.4	41.0	21.2
Operating income	2.4	(11.8)	25.8	48.4
Interest expense and other financing costs	(15.6)	(1.8)	(32.8)	(5.2)
Interest income	—	—	—	—
Loss on extinguishment of debt	—	—	(5.1)	—
Other income, net	—	0.1	—	0.1
Income (loss) before income tax expense	(13.2)	(13.5)	(12.1)	43.3
Income tax expense	0.2	—	0.3	—
Net income (loss)	\$ (13.4)	\$ (13.5)	\$ (12.4)	\$ 43.3
Net income (loss) per common unit - basic	\$ (0.12)	\$ (0.18)	\$ (0.12)	\$ 0.59
Net income (loss) per common unit - diluted	\$ (0.12)	\$ (0.18)	\$ (0.12)	\$ 0.59
Adjusted EBITDA*	\$ 17.4	\$ 3.8	\$ 74.4	\$ 78.3
Available cash for distribution*	\$ 0.4	\$ (3.0)	\$ 50.8	\$ 58.0
Weighted average, number of common units outstanding (in thousands):				
Basic	113,283	73,123	99,947	73,123
Diluted	113,283	73,123	99,947	73,131

* See "Use of Non-GAAP Financial Measures" below.

(1) Below are the components of net sales:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(in millions)				
Reconciliation to net sales:				
Fertilizer sales net at gate	\$ 66.7	\$ 43.3	\$ 234.8	\$ 193.0
Freight in revenue	8.8	5.3	24.4	20.1
Hydrogen revenue	1.2	0.5	2.9	9.0
Other, including the impact of purchase accounting	1.8	0.2	9.3	1.1
Total net sales	<u>\$ 78.5</u>	<u>\$ 49.3</u>	<u>\$ 271.4</u>	<u>\$ 223.2</u>

(2) Cost of product sold, direct operating expenses and selling, general and administrative expenses are all reflected exclusive of depreciation and amortization.

(3) The Partnership incurred legal and other professional fees and other merger related expenses that are referred to herein as expenses associated with the East Dubuque Merger, which are included in selling, general and administrative expenses. The Partnership incurred approximately \$0.7 million and \$1.5 million, respectively, of expenses associated with the East Dubuque Merger, for the three months ended September 30, 2016 and 2015, and approximately \$3.1 million and \$1.5 million, respectively, of expenses associated with the East Dubuque Merger for the nine months ended September 30, 2016 and 2015.

	As of September 30, 2016	As of December 31, 2015
	(audited) (in millions)	
Balance Sheet Data:		
Cash and cash equivalents	\$ 65.3	\$ 50.0
Working capital	78.2	72.7
Total assets	1,326.9	536.3
Total debt, including current portion	624.5	124.8
Total partners' capital	639.5	385.6

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(in millions)				
Cash Flow Data:				
Net cash flow provided by (used in):				
Operating activities	\$ 18.4	\$ 1.1	\$ 47.5	\$ 57.1
Investing activities	(6.4)	(6.4)	(82.1)	(12.4)
Financing activities	(23.0)	(28.5)	49.9	(91.4)
Net increase (decrease) in cash and cash equivalents	<u>\$ (11.0)</u>	<u>\$ (33.8)</u>	<u>\$ 15.3</u>	<u>\$ (46.7)</u>
Capital expenditures for property, plant and equipment:				
Maintenance capital expenditures	\$ 3.4	\$ 3.8	\$ 8.3	\$ 7.4
Growth capital expenditures	3.0	2.6	10.0	5.0
Total capital expenditures	<u>\$ 6.4</u>	<u>\$ 6.4</u>	<u>\$ 18.3</u>	<u>\$ 12.4</u>

Operating Data

The following tables set forth information about our consolidated operations and our nitrogen fertilizer manufacturing facility located in Coffeyville, Kansas (the "Coffeyville Facility") and the East Dubuque Facility.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Key Operating Statistics:				
Consolidated sales (thousand tons):				
Ammonia	47.7	7.8	145.7	26.9
UAN	296.0	174.5	902.4	698.8
Consolidated product pricing at gate (dollars per ton) (1):				
Ammonia	\$ 345	\$ 478	\$ 385	\$ 529
UAN	\$ 154	\$ 227	\$ 187	\$ 256
Consolidated production volume (thousand tons):				
Ammonia (gross produced) (2)	200.8	66.3	485.9	269.4
Ammonia (net available for sale) (2) (3)	60.3	12.1	121.0	31.2
UAN	317.2	152.4	861.9	658.1
Feedstock:				
Petroleum coke used in production (thousand tons)	126.8	82.7	384.4	335.8
Petroleum coke used in production (dollars per ton)	\$ 13	\$ 25	\$ 14	\$ 26
Natural gas used in production (thousands of MMBtus) (4)	2,075.5	—	3,471.6	—
Natural gas used in production (dollars per MMBtu) (4)	\$ 2.97	\$ —	\$ 2.75	\$ —
Natural gas in cost of product sold (thousands of MMBtus) (4)	1,679.5	—	2,742.5	—
Natural gas in cost of product sold (dollars per MMBtu) (4)	\$ 2.92	\$ —	\$ 2.68	\$ —
Coffeyville Facility on-stream factors (5):				
Gasification	95.9%	62.2%	97.2%	87.1%
Ammonia	94.7%	57.8%	96.2%	83.7%
UAN	94.1%	56.7%	93.1%	83.6%
East Dubuque Facility on-stream factors (5):				
Ammonia	94.4%	—%	81.7%	—%
UAN	92.9%	—%	81.1%	—%
Market Indicators:				
Ammonia - Southern Plains (dollars per ton)	\$ 315	\$ 478	\$ 368	\$ 526
Ammonia - Corn belt (dollars per ton)	\$ 372	\$ 533	\$ 432	\$ 580
UAN - Corn belt (dollars per ton)	\$ 188	\$ 264	\$ 218	\$ 294
Natural gas NYMEX (dollars per MMBtu)	\$ 2.79	\$ 2.74	\$ 2.35	\$ 2.76

(1) Product pricing at gate represents net sales less freight revenue divided by product sales volume in tons and is shown in order to provide a pricing measure that is comparable across the fertilizer industry.

(2) Gross tons produced for ammonia represent total ammonia produced, including ammonia produced that was upgraded into other fertilizer products. Net tons available for sale represent ammonia available for sale that was not upgraded into other fertilizer products.

- (3) In addition to the produced ammonia, the Partnership acquired approximately 7.5 thousand tons of ammonia during the three months ended September 30, 2015. The Partnership did not acquire any ammonia during the three months ended September 30, 2016. The Partnership also acquired approximately 8.0 thousand tons and 29.3 thousand tons of ammonia during the nine months ended September 30, 2016 and 2015, respectively.
- (4) The cost per MMBtu excludes derivative activity, when applicable. The impact of natural gas derivative activity during the three and nine months ended September 30, 2016 and 2015 was not material.
- (5) On-stream factor is the total number of hours operated divided by the total number of hours in the reporting period and is included as a measure of operating efficiency.

Excluding the impact of the full facility turnaround and the Linde air separation unit outages at the Coffeyville Facility, the on-stream factors would have been 100.0% for gasifier, 97.3% for ammonia and 96.2% for UAN for the three months ended September 30, 2015.

Excluding the impact of the full facility turnaround and the Linde air separation unit outages at the Coffeyville Facility, the on-stream factors would have been 99.8% for gasifier, 97.0% for ammonia and 96.9% for UAN for the nine months ended September 30, 2015.

Excluding the impact of the full facility turnaround at the East Dubuque Facility, the on-stream factors at the East Dubuque Facility would have been 97.2% for ammonia and 96.2% for UAN for the six months ended September 30, 2016.

Use of Non-GAAP Financial Measures

To supplement our actual results calculated in accordance with GAAP for the applicable periods, the Partnership also uses the non-GAAP financial measures noted above, which are reconciled to our GAAP based results below. These non-GAAP financial measures should not be considered as an alternative to GAAP results.

EBITDA is defined as net income (loss) before (i) interest (income) expense, (ii) income tax expense and (iii) depreciation and amortization expense.

Adjusted EBITDA is defined as EBITDA further adjusted for the impact of non-cash share-based compensation, and, when applicable, major scheduled turnaround expenses, loss on extinguishment of debt, loss on disposition of assets, expenses associated with the East Dubuque Merger, and business interruption insurance recovery.

We present EBITDA because we believe it allows users of our financial statements, such as investors and analysts, to assess our financial performance without regard to financing methods, capital structure or historical cost basis. We present Adjusted EBITDA because we have found it helpful to consider an operating measure that excludes amounts, such as major scheduled turnaround expenses, loss on extinguishment of debt, loss on disposition of assets, expenses associated with the East Dubuque Merger, and business interruption insurance recovery, relating to transactions not reflective of our core operations. When applicable, each of these amounts is discussed in the Management's Discussion and Analysis of Financial Condition and Results of Operations section of our SEC reports, so that investors have complete information about these amounts. In addition, we believe that it is useful to exclude from Adjusted EBITDA non-cash share-based compensation, although it is a recurring cost incurred in the ordinary course of business. In our view, non-cash share-based compensation, which also is presented in our financial statements and discussed in the Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects a non-cash cost which may obscure, for a given period, trends in the underlying business, due to the timing and nature of the equity awards. We also present Adjusted EBITDA because it is the starting point used by the board of directors of our general partner when calculating our available cash for distribution.

EBITDA and Adjusted EBITDA are not recognized terms under GAAP and should not be substituted for net income (loss) or cash flows from operations. Management believes that EBITDA and Adjusted EBITDA enable investors and analysts to better understand our ability to make distributions to common unitholders, help investors and analysts evaluate our ongoing operating results and allow for greater transparency in reviewing our overall financial, operational and economic performance by allowing investors to evaluate the same information used by management. EBITDA and Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define these terms differently.

A reconciliation of consolidated Net income (loss) to consolidated EBITDA and consolidated Adjusted EBITDA is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in millions)			
Net income (loss)	\$ (13.4)	\$ (13.5)	\$ (12.4)	\$ 43.3
Add:				
Interest expense and other financing costs, net	15.6	1.8	32.8	5.2
Depreciation and amortization	16.4	7.4	41.0	21.2
Income tax expense	0.2	—	0.3	—
EBITDA	\$ 18.8	\$ (4.3)	\$ 61.7	\$ 69.7
Add:				
Major scheduled turnaround expenses	—	6.6	6.6	7.0
Share-based compensation, non-cash	—	—	—	0.1
Loss on extinguishment of debt	—	—	5.1	—
Expenses associated with the East Dubuque Merger	0.7	1.5	3.1	1.5
Less:				
Insurance recovery - business interruption	(2.1)	—	(2.1)	—
Adjusted EBITDA	\$ 17.4	\$ 3.8	\$ 74.4	\$ 78.3

Available cash for distribution is not a recognized term under GAAP. Available cash for distribution should not be considered in isolation or as an alternative to net income (loss) or operating income, or any other measure of financial performance or operating performance. In addition, available cash for distribution is not presented as, and should not be considered, an alternative to cash flows from operations or as a measure of liquidity. Available cash for distribution as reported by the Partnership may not be comparable to similarly titled measures of other entities, thereby limiting its usefulness as a comparative measure.

Available cash begins with Adjusted EBITDA reduced for cash needed for (i) net cash interest expense (excluding capitalized interest) and debt service and other contractual obligations; (ii) maintenance capital expenditures; and (iii) to the extent applicable, major scheduled turnaround expenses, reserves for future operating or capital needs that the board of directors of the general partner deems necessary or appropriate, and expenses associated with the East Dubuque Merger, if any. Available cash for distribution may be increased by the release of previously established cash reserves, if any, at the discretion of the board of directors of our general partner, and available cash is increased by the business interruption insurance proceeds. Actual distributions are set by the board of directors of our general partner. The board of directors of our general partner may modify our cash distribution policy at any time, and our partnership agreement does not require us to make distributions at all.

A reconciliation of consolidated Adjusted EBITDA to Available cash for distribution is as follows:

	Three Months Ended September 30, 2016	
	(in millions, except units and per unit data)	
Adjusted EBITDA	\$	17.4
Adjustments:		
Less:		
Net cash interest expense (excluding capitalized interest) and debt service		(15.0)
Maintenance capital expenditures		(3.4)
Expenses associated with the East Dubuque Merger		(0.7)
Add:		
Insurance recovery - business interruption		2.1
Available cash for distribution	\$	0.4
Available cash for distribution, per common unit	\$	—
Common units outstanding (in thousands)		113,283